

Company No: 444742

The Companies Act 1985

Company Limited by Guarantee

RESOLUTION

of

THE BRITISH HORSE SOCIETY

(Passed on 12<sup>th</sup> November 2003)

At an EXTRAORDINARY GENERAL MEETING of the Society duly convened and held at Saddlers' Hall, 40 Gutter Lane, London EC2V 6BR on the 12<sup>th</sup> day of November 2003 the following Resolution was passed as a Special Resolution of the Society:-

RESOLUTION

THAT the draft regulations contained in the printed document submitted to the Meeting and for the purpose of identification signed by the Chairman thereof be and the same are hereby approved and adopted as the Articles of Association of the Society in substitution for and to the exclusion of all existing Articles of the Society;

.....*Bar Campbell*.....  
Chairman



**No. 444742**

**THE COMPANIES ACT, 1948**

**COMPANY LIMITED BY GUARANTEE AND  
NOT HAVING A SHARE CAPITAL**

**Memorandum of Association**

**(as altered pursuant to Special Resolutions passed on 1st February 1951,  
29th November 1995, 15th June 2000, and 26th June 2003)**

**Articles of Association**

**(as altered pursuant to Special Resolutions passed on 13th June, 1979;  
11th June 1980; 27th November 1980; 10th June 1981; 7th June 1983;  
26th June 1991; 30th June 1993; 29th November 1995; 21st October 1997;  
22nd June 1999; 15th June 2000; 16th November 2000 and 12<sup>th</sup> November 2003)**

**OF**

**The British Horse Society  
(Registered Charity Number 210504)**

**Incorporated the 5th day of November 1947**

No. 444742

## **Certification of Incorporation**

I HEREBY CERTIFY THAT **THE BRITISH HORSE SOCIETY** (the word **"LIMITED"** being omitted by Licence of The Board of Trade) is this day Incorporated under the Companies Act, 1929, and that the Company is Limited.

Given under my hand at London this Fifth day of November One thousand nine hundred and forty-seven.

(Sgd) J. D. TODD,

For the Registrar of Companies.

# **THE COMPANIES ACT, 1948**

Company Limited by Guarantee and not having a Share Capital

## **Memorandum of Association**

**OF**

## **THE BRITISH HORSE SOCIETY**

(As altered pursuant to Special Resolutions passed on 1st February 1951,  
29th November 1995, 15th June 2000 and 26th June 2003)

1. The name of the Company (hereinafter called the Society) is "THE BRITISH HORSE SOCIETY".
2. The registered office of the Society will be situated in England.
3. The objects for which the Society is established are:
  - (a) To promote the interests of horse and pony breeding and to encourage the use and protection of horses and ponies. Horses and ponies includes any mare, gelding, foal, colt, filly or stallion and also any ass, mule or jennet.
  - (b) *To promote and facilitate the acquisition and distribution of the knowledge of the various arts and sciences connected with the horse and pony and the use and management thereof.*
  - (c) As ancillary to the objects set out in the two preceding sub-clauses of this clause (hereinafter called "the primary objects") but not further or otherwise to exercise all or any of the powers contained in the following paragraphs, but to the extent only that such powers may be properly exercised by a body having exclusively charitable objects:
    - (i) To hold or assist in holding exhibitions, competitions and shows for the purpose of promoting the primary objects.
    - (ii) To print, publish and sell periodicals, books or leaflets the contents of which are desired to promote the primary objects and to carry on courses of instruction, lectures or discussions for the purpose of promoting the primary objects.

- (iii) Subject to the provisions of Section 14 of the Companies Act, 1948, to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Society may think necessary or convenient for the promotion of the primary objects, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Society.
- (iv) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Society as may be thought expedient with a view to the promotion of the primary objects.
- (v) To undertake and execute any trusts which may lawfully be undertaken by the Society and may be conducive to the primary objects.
- (vi) To borrow or raise money for the purposes of the Society on such terms and on such security as may be thought fit.
- (vii) To invest the moneys of the Society not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, but so that moneys subject or representing property subject to the jurisdiction of the Charity Commissioners for England and Wales shall only be invested in such securities and with such sanction (if any) as may for the time being be prescribed by law.
- (viii) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Society or calculated to further the primary objects.
- (ix) To promote and obtain any charter or licence which may appear desirable for regulating or amending the constitution of the Society, but so nothing in this paragraph shall authorise any regulation or amendment which would authorise the Society to pursue objects not exclusively charitable.

Provided that the Society shall not support with its funds any object or endeavour to impose on or procure to be observed by its Members or others any regulation, restriction or condition which, if an object of the Society, would make it a Trade Union. Provided also that in case the Society shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Ministry of Education, the Society shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and

as regards any such property the Managers or Trustees of the Society shall be chargeable for such property as may come into their hands, and shall be answerable and accountable for their own acts, receipts, neglects and defaults and for the due administration of such property in the same manner and to the same extent as they would as such managers or Trustees have been if no incorporation had been effected, and the incorporation of the Society shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Ministry of Education over such Managers or Trustees, but they shall, as regards any such property, be subject jointly and separately to such control or authority as if the Society were not incorporated. In case the Society shall take or hold any property which may be subject to any trusts, the Society shall only deal with the same in such manner as allowed by law having regard to such trusts.

- 4.1 The income and property of the Society, whencesoever derived, shall be applied solely towards the promotion of the objects of the Society as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the Members of the Society. Provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Society, or to any member of the Society, in return for any services actually rendered to the Society or prevent the payment of interest at a rate not exceeding Five pounds per cent. per annum on money lent, or reasonable and proper rent for premises, demised or let by any Member to the Society, but so that, subject to the provisions of clause 4.2, no Member of the Board of Trustees or Governing Body of the Society shall be appointed to any salaried office of the Society or any office of the Society paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Society to any Member of such Board of Trustees or Governing Body, except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Society, provided that the provision last aforesaid shall not apply to any payment to any railway, gas, electric lighting, water, cable or telephone company of which a member of the Board of Trustees or Governing Body may be a member, or any other company in which such Member shall not hold more than one-hundredth part of the capital, and such Member shall not be bound to account for any share of profits he may receive in respect of any such payment.

- \* 4.2 The Society shall be entitled to pay fees to persons who may have been elected to the Board of Trustees of the Society pursuant to Article 15.1 of the Articles of Association of the Society or co-opted pursuant to Articles 15.2 or 26 of the Articles of Association of the Society subject to such fees being payable in respect of the services of Examiners performed by that person at the request of the Society.

*\*Sub Clause 4.2 was amended by a Special Resolution passed on 26<sup>th</sup> June, 2003.*

Provided that:

- (i) No person entitled to receive remuneration under this provision shall be entitled to be present at the discussion of or vote upon any resolution put to the Board of Trustees concerning the amount of the fees payable in respect of those services;
  - (ii) for the avoidance of doubt the payment of fees shall be made only in respect of the performance of the services specified in this clause and in no circumstances shall fees be payable to any person merely by virtue of his position as a member of the Board of Trustees; and
  - (iii) the maximum number of persons in receipt of fees at any one time pursuant to this provision shall not exceed six.
- 5. No addition, alteration or amendment shall be made to or in the regulations contained in the *Articles of Association for the time being in force unless the same have been previously submitted to and approved by the Board of Trade.*
  - 6. The fourth and fifth paragraphs of this Memorandum contain conditions on which a licence is granted by the Board of Trade to the Society in pursuance of Section 18 of the Companies Act, 1929.
  - 7. The liability of the Members is limited.
  - 8. Every Member of the Society undertakes to contribute to the assets of the Society *in the event of its being wound up while he is a Member, or within one year after he ceases to be a Member*, for payment of the debts and liabilities of the Society contracted before he ceases to be a member, and of the costs, charges and expenses of winding-up, and for the adjustment of the rights of the contributors among themselves, such amount as may be required not exceeding Two Pounds.
  - 9. If upon the winding-up or dissolution of the Society there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of the Society, but shall be given or transferred to some other institution or institutions, having objects similar to *the objects of the Society, and which shall prohibit the distribution of its or their income and property amongst its or their Members to an extent at least as great as is imposed upon the Society under or by virtue of Clause 4 hereof*, such institution or institutions to be determined by the Members of the Society at or before the time of dissolution, and if and so far as effect cannot be given to the aforesaid provision then to some charitable object.
  - 10. True accounts shall be kept of the sums of money received and expended by the Society and the matters in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the Society, and, subject to any

reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Society for the time being in force, such accounts shall be open to inspection of the Members. Once at least in every year the accounts of the Society shall be examined and the correctness of the balance sheet ascertained by one or more properly qualified Auditor or Auditors.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association.

### **NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS**

C. GUY CUBITT,

High Barn, Effingham, Surrey. Lt. Col. (Retired)

HENRY F. FAUDEL-PHILLIPS,

Temple House, Waltham Cross, Herts., Company Director

L. BRENDA WILLIAMS

East Burnham Park, Farnham Royal, Bucks., Housewife

T. L. HORN,

Luckington Court, Luckington, Chippenham, Lt. Col. (Retired)

HORACE SMITH,

Holyport, Maidenhead, Berks., Company Director

PHILLIP E. BLACKMORE,

Avenue House, Brockenhurst, Hants., Estate Agent

GUY T. HANMER,

The Garden House, Westonbirt, Tetbury, Glos., Lt. Col. (Retired)

DATED the 21st day of October, 1947.

WITNESS to the above signatures:

R. A. BROWN,

66 Sloane Street,

London SW1

Secretary



## **THE COMPANIES ACT, 1985**

Company Limited by Guarantee and not having a Share Capital

### **Articles of Association**

of

### **THE BRITISH HORSE SOCIETY**

(as altered pursuant to Special Resolutions passed on 13th June 1979; 1st June 1980; 27th November 1980; 10th June 1981; 7th June 1983; 26th June 1991; 30th June 1993; 29th November 1995; 21st October 1997; 22nd June 1999; 15th June 2000; 16th November 2000 and 12<sup>th</sup> November 2003)

#### **PRELIMINARY**

1. IN these presents the words standing in the first column of the Table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context.

<b>WORDS</b>	<b>MEANINGS</b>
The Act	The Companies Act, 1985 (as amended)
These Articles	These Articles of Association as originally framed, or as from time to time altered, by Special Resolution
The Board	The Board of Trustees of the Society
Chief Executive	The Chief Executive Officer of the Society by whatever title described from time to time
Member	A member of the Society
The Office	The Registered Office of the Society.
Regulations	Regulations made by the Board
The Seal	The Common Seal of the Society
The Society	The British Horse Society
The United Kingdom	Great Britain and Northern Ireland
Voting Member	A Member having the right to vote at General Meetings (and non-voting Member shall be construed accordingly)
Year	Year from the 1st January to 31st December inclusive
In writing	Written, or produced in any visible substitute for

The date of adoption      writing, or partly one and partly another.  
The date upon which these Articles became binding  
on the Society.

Words importing the singular number only shall include the plural number and vice versa.

Words importing the masculine gender only shall include the feminine gender.  
Words importing persons shall include Corporations.

And unless the content otherwise requires, words or expressions contained in these presents shall bear the same meanings as in the Act or any statutory modification thereof in force at the date of adoption.

### **MEMBERSHIP**

2. The number of Members of the Society is unlimited.
3. Such persons as the Board shall admit to membership in accordance with the provisions hereinafter contained shall be Members of the Society and their names shall be entered in the register of Members accordingly.
4. Every application for membership shall be made in writing in such form as the Board shall from time to time prescribe or approve, and the Board shall have an absolute discretion to accept or reject any application.
5. The privileges of a Member shall not be transferable or transmissible and shall cease on his death.
6. There shall be such classes of Members as the Board shall from time to time determine, and the Board shall from time to time by Regulations prescribe the qualifications (whether by way of method of payment, annual subscriptions, payments of donations or otherwise) for each class of membership, and the rights and privileges, restrictions and conditions (including voting rights) applicable to membership of any Class. Provided that no alteration by way of increase of the rate of a periodical member shall operate adversely to affect any right or privilege conferred on a Member by virtue of the payment of a periodical subscription during the currency of the period in respect of which such subscription was paid nor any right or privilege conferred on a Member by virtue of the payment of a single donation or sum during the period (whether the life of the Member or a shorter period) for which such payment entitled him thereto. Provided further however that in respect of such persons who were Members at the date upon which these Articles were adopted the Board shall be entitled to remove amend substitute or otherwise change any such right or privilege subject to the consent of the Member or Members so affected and in respect of a person who acquires such rights after the date of the adoption of these Articles the Board shall be entitled to

remove amend substitute or otherwise change such right or privilege on giving not less than twelve months notice in writing of its intention so to do.

7. Unless and until otherwise determined or prescribed by the Board (subject where necessary to confirmation by a general meeting) the classes of members of the Society shall be as follows:

- (a) Life Members
- (b) Adult Gold Members
- (c) Founder Members
- (d) Junior Gold Members
- (e) Silver Members
- (f) Honorary Members
- (g) Corporate Members
- (h) Family Gold Members
- (i) Trade Members
- (j) Welfare Supporter Members

- 7.1 The amount payable by Life Members shall be a single payment of such sum as the Board may from time to time prescribe and the annual subscriptions payable by members other than Life Members shall be such sums as the Board may (subject to the provisions of Article 6 and to the provisions of the Act) from time to time prescribe.

- 7.2 Honorary members shall be such persons as the Board shall whether before or after the date of adoption of these Articles elect or have elected to be Honorary Members either for life or for a limited period. Subject to the provisions of Clause 8 of the Memorandum of Association Honorary Members shall not be required to make any payment, annual or otherwise to the Society.

- 7.3 The rights and privileges of Members of any class save when expressly stated in these Articles shall be prescribed by the Board from time to time but non Voting Members shall not be Members of the Society for the purpose of the Act and accordingly:-

7.3.1 particulars in relation to them shall not be entered in the Register of Members of the Society; and

7.3.2 they shall not be entitled to receive notice of or to attend or vote at any General Meeting of the Society or to take part in the election of or be qualified to be Members of the Board.

- 7.4 All annual subscriptions shall be payable in advance (in such instalments as the Board shall prescribe) on such date or dates (which need not be the same for all Members) in each year, as the Board shall from time to time

direct but in the case of a new Member his first subscription or the appropriate instalment thereof shall be payable upon his application for membership.

- 7.5 If an application for membership is refused, the first subscription shall be returned to the applicant.
8. If any Member liable to payment of an annual subscription shall not have paid the same by the end of the third calendar month next after the relevant instalment of the same became payable he shall cease on that date to be a Member and shall be removed from the register of Members accordingly.
9. A Member shall also cease to be a Member of the Society and his name shall be removed from the records accordingly:
- 9.1 If by notice in writing to the Society he resigns his membership.
- 9.2 If he shall be expelled from the Society by the Board under its powers in that behalf hereinafter contained.
10. A person ceasing for any reason to be a Member of the Society shall not be entitled to a refund in whole or in part of any annual subscriptions or other moneys already paid by him to the Society and he shall remain liable for payment of all annual subscriptions or other moneys due by him to the Society at the date on which he ceased to be a Member.

### **PATRONS AND VICE-PATRONS**

11. The Board may invite to become Patrons or Vice-Patrons of the Society any Royal or other distinguished personages who may be pleased to honour the Society by their patronage. The office of Patron or Vice-Patron shall not of itself constitute the holder a Member of the Society unless the holder shall have signified his pleasure to become a Member.

### **PRESIDENT**

12. There shall be a President of the Society.
- 12.1 The President shall be appointed by the Board at least six months before the President for the time being in office is due to retire. The President then appointed shall hold office from the close of the Annual General Meeting next following his appointment until the close of the Annual General Meeting next but one held after he shall have assumed office or upon the expiry of such longer period as the Board and the President shall agree. A retiring President shall be eligible to be again appointed President but at the earliest only from the termination of the tenure of

office of his immediate successor. The term of office of a President may be extended by the Board in exceptional circumstances.

- 12.2 If a President shall die or resign during his tenure of office then the Board may appoint a new President who shall take office immediately and who shall (subject as aforesaid) hold office for the residue of the deceased or retiring President's term of office.

### **VICE-PRESIDENTS**

13. There shall be Vice-Presidents of the Society.

- 13.1 The persons who immediately prior to the date of adoption of these Articles were holding the office of Vice-Presidents shall continue to do so and any person who shall at any time after the date of adoption of these Articles hold the office of President shall on ceasing to hold such office automatically become a Vice-President (hereinafter referred to as 'a Life Vice-President'). A Life Vice-President shall hold office for life or until the earlier happening of any of the events specified in Article 33 which shall be deemed to apply to Vice-Presidents as if they were members of the Board.

- 13.2 The Board may from time to time appoint such person who shall be a Voting Member of the Society as Vice-President (such appointed Vice-President being hereinafter referred to as 'a Nominated Vice-President') to hold that office for such period as the Board shall specify at the time of his appointment or until the earlier happening of any of the events specified in Article 33.

### **BOARD OF TRUSTEES**

14. There shall be a Board of Trustees for the management of the affairs of the Society.

15. The Board shall consist of the following person:-

- 15.1 Nine voting members of the Society elected as hereinafter provided; and

- 15.2 Up to six Voting members of the Society co-opted by a resolution of the Board to be additional members of the Board. One such additional member is to be nominated by the Riding Club's Committee of the Society and one such member is to be nominated by the Training and Education Advisory Committee of the Society, such members to hold office in accordance with the provisions of Article 26 below.

- 15.3 The Chairman (in accordance with Article 17.2).
16. 16.1 No person is eligible for election to the Board unless he shall have been a Voting Member of the Society for at least three years.
- 16.2 No person who has been appointed to any salaried office of the Society, or to any office of the Society paid by fees, shall be eligible for election or any co-option to the Board, nor shall any such person be eligible for at least five years after having been so appointed or having held such office.

### **CHAIRMAN**

17. There shall be a Chairman of the Board
- 17.1 The Chairman who shall also be the Chairman of the Society shall be appointed by the Board from among its members in such manner as the Board may from time to time decide.
- 17.2 Subject to the right of a majority of all the members of the Board to remove the Chairman at any time and subject to the retirement from the Board of the Chairman in accordance with Article 18 (save where the Chairman is re-elected) the Chairman shall hold office until the close of the third Annual General Meeting following his election. During such period the Chairman shall be a member of the Board Ex-Officio.
- 17.3 There shall also be a Vice-Chairman, a Treasurer and a Deputy Treasurer of the Society who shall be appointed by the Board from among their number in such manner howsoever as the Board may from time to time decide.

### **ELECTION AND RETIREMENT OF THE BOARD**

18. The members of the Board shall be elected at the Annual General Meeting of the Society in manner hereinafter provided and save as hereinafter provided and subject to Article 33 shall hold office from the close of the Annual General Meeting at which they were elected. At each Annual General Meeting one third of the elected Board for the time being or the whole number nearest to one third, shall retire from office. Subject to these Articles retiring members shall be eligible for re-election.
19. The members of the Board to retire in every year (in addition to anyone co-opted to the Board or appointed to office to fill a casual vacancy) shall be those who have been longest in office, but as between persons who have become elected members on the same day and/or shall have been in office for the same length of time those to retire shall (unless they otherwise agree among themselves) be determined by lot.

20. The nomination of a candidate as a member of the Board shall reach the Office in writing, showing the name of the proposed candidate, the names signatures and membership numbers of five Voting Members of the Society supporting his nomination and a description of the nominee not exceeding 100 words to include details of the nominee's relevant experience and expertise not less than fifty-six clear days or such other period as the Board may from time to time decide before the date of the Annual General Meeting and no such nomination shall be effective unless the candidate shall not less than fifty-six clear days or such other period as the Board may from time to time decide before the said date have stated in writing delivered to the Board his willingness to be nominated. (The provisions of Articles 20-28 shall apply as closely as may be to the election of the first Board following the adoption of these Articles save for time limits, the method of announcing the result of the election, and the extension of the upper age limit in Article 28.2 to 75.)
21. The Board shall with the Notice convening the Annual General Meeting cause to be sent to every Member a list containing the names of Voting Members of the Society willing to serve on the Board as members thereof printed in alphabetical order on a form of voting paper to be approved by the Board together with a description of each candidate and a statement of the number of vacancies to be filled (unless the number of duly nominated and qualified candidates for election as members of the Board shall not exceed the number of vacancies to be filled in which case a statement to that effect shall be included with the Notice convening the Annual General Meeting and all such candidates shall be deemed to have been elected).
22. The voting papers when completed shall be returned to the Office or such other place as shall be determined by the Board by a date to be fixed by the Board who shall appoint three scrutineers to inspect the votes.
23. The scrutineers shall report in writing to the chairman of the Annual General Meeting the result of such voting and those candidates (up to the number required to fill the said vacancies) who receive the most votes shall be declared by the chairman at such General Meeting and shall be deemed to have been elected at such General Meeting to be members of the Board.
24. Every Voting Member shall be entitled to one vote only in respect of each vacancy. No Voting Member shall give more than one vote to any candidate. Any voting paper containing more than the requisite number of votes or more than one vote for any one candidate shall be rejected by the scrutineers.
25. In the event of two or more candidates obtaining an equal number of votes it shall be decided by lot at the said General Meeting which of such candidates shall be elected a member of the Board.

26. In addition to its power under Regulation 15.2 to co-opt up to six additional members of the Board, the Board may from time to time invite any Voting Member of the Society to fill a casual vacancy among the members of the Board. A person so appointed or co-opted shall hold office until the close of the Annual General Meeting following the next Annual General Meeting after their appointment or co-option. A person so appointed or co-opted shall be eligible for election as a member of the Board.
27. 27.1 The members for the time being of the Board may act notwithstanding any vacancy in its body provided that if the number of members of the Board is or is reduced below nine the members for the time being may act for the purpose of filling vacancies or of convening a General Meeting, but for no other purpose.
- 27.2 No person who is a member of the Board and is entitled pursuant to clause 4.2 of the Memorandum of Association to receive fees for the services specified in that clause shall either be present at the discussion of or vote upon any resolution put to the Board concerning the amount of fees payable in respect of those services.
28. No person shall be eligible for election or co-option to the Board or to be appointed to fill a casual vacancy if at the date of the Annual General Meeting from which if elected he will hold office, or the date of the Board Meeting at which he is co-opted, or at the date from which he is appointed to fill a casual vacancy:
- 28.1 he is not a Voting Member of the Society;
- 28.2 he is or will be below the age of 18 or above the age of 70;
- 28.3 he will have served six consecutive years as a member of the Board.

In any event a person may only be re-elected or appointed to the Board if not less than two years have elapsed between the date he last held office as a member of the Board and the date of his re-election or appointment. For the purposes of this Article any period between two successive Annual General Meetings shall, regardless of its actual length be deemed to be a period of one year. Any period of office served by a person appointed to fill a casual vacancy shall be ignored for the purposes of this Article Provided that this Article 28.3 will not apply to a Board member holding the office of Chairman at the date of his re-election. The period for which he may hold the office of Chairman shall not in any event exceed six years in total. On ceasing to be appointed Chairman if earlier than six years he shall retire from the Board at the commencement of the next Annual General Meeting.

## **POWERS OF THE BOARD**



29. The business and affairs of the Society shall be managed by the Board who may exercise all such powers of the Society and do on behalf of the Society all such acts as may be exercised and done by the Society and as are not by the Act or any statutory modification or re-enactment thereof for the time being in force or by these Articles required to be exercised or done by the Society in General Meeting, subject nevertheless to any Regulation made by the Board, being not inconsistent with these Articles and provisions as may be prescribed by the Society in General Meeting, but no resolution of the Society in General Meeting shall invalidate any prior act of the Board which would have been valid if that resolution had not been made.
30. The Board may from time to time make Regulations for the conduct of the business of the Society, the conduct of General Meetings, of their own meetings, and the appointment, constitution and conduct of meetings of Committees, and sub-Committees, or any other matters affecting the affairs of the Society or the rights or duties of Members and may alter and rescind any Regulations so made. Provided that no Regulation so made shall be inconsistent with or involve an alteration or amendment of or addition to these Articles which could only properly be effected by a special resolution or shall deal with any matter which can only properly be dealt with by the Society in General Meeting.
31. The Board may exercise all the powers of the Society to borrow money, and to mortgage or charge its undertaking and property, or any part thereof.
32. The Board shall cause minutes to be made in books provided for the purpose:
  - 32.1 of all appointments of officers made by the Board:
  - 32.2 of the names of the members of the Board present at each meeting of the Board and of any Committee or sub-Committee:
  - 32.3 of all resolutions and proceedings at all meetings of the Society and of the Board and of Committees and sub-Committees.
33. A member of the Board shall ipso facto vacate office:
  - 33.1 if for any reason he ceases to be a Voting Member of the Society.
  - 33.2 if he becomes bankrupt or suspends payment or compounds with his creditors.
  - 33.3 if he is found to be or becomes of unsound mind.
  - 33.4 if by notice in writing to the Society he resigns his office.

- 33.5 if he absents himself from its meetings without the special leave of the Board for a period of more than four months, and the Board does not before the expiration of such four months resolve that his office be not vacated.
  - 33.6 if by a resolution passed by a three-quarters majority of the Board present at a meeting of which not less than 21 days notice of the resolution has been given he is removed from office.
  - 33.7 if he becomes prohibited by law from being a member of the Board or if he ceases to be a member of the Board by reason of any provision of the Act.
  - 33.8 if he is removed from office by a resolution duly passed pursuant to Section 303 of the Act.
  - 33.9 if a person connected with a member of the Board (as the term 'connected' is defined in Section 346 of the Act) is appointed to any salaried office of the Society or to any office of the Society paid by fees or if such a person receives any remuneration or other benefit in money or monies worth from the Society are where Article 16.2 applies.
34. Subject to Article 35 hereof the Board shall meet together not less than six times each year for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit. Questions arising at any meeting shall be decided by a majority of votes. Each member of the Board shall have one vote only. In the case of an equality of votes the chairman shall have a second or casting vote.
35. The Secretary (or other person holding this appointment by whatever designation) on the requisition of any six members of the Board shall at any time summon a meeting of the Board by giving not less than seven days' notice in writing specifying the agenda thereof to all the members for the time being of the Board save that it shall not be necessary to give notice of a meeting of the Board to any members thereof for the time being absent from the United Kingdom and the accidental failure or omission to give notice to or the non-receipt of notice by any member shall not invalidate the proceedings of a meeting.
36. The quorum necessary for the transaction of the business of the Board shall be six members present at the commencement of a meeting of the Board save that if the number of members of the Board is or is reduced below nine the members for the time being or any two of them shall form a quorum for the purposes specified in Article 27.
37. The Chairman of the Board shall be entitled to take the Chair at all meetings of the Board. If however at any meeting of the Board neither the Chairman nor the Vice-Chairman of the Board shall be present and willing to take the Chair within

five minutes after the time appointed for holding such meeting the members of the Board present at such meeting may select one of their number to be chairman of that meeting.

38. A resolution in writing signed by all the members of the Board entitled to receive notice of a meeting of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held and may consist of several documents in like form each signed by one or more members of the Board.
39. A member of the Board shall be deemed to be present at a meeting of the Board and accordingly shall be included in the quorum if by the use of any technological means he is able to and does so participate in the deliberations of a meeting of the Board as they happen.
40. A member of the Board shall not vote at any meeting of the Board or any Committee thereof on any resolution concerning a matter in which he has directly or indirectly an interest or duty which is material and which conflicts or may conflict with the interests of the Society.
41. A member of the Board shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.

#### **THE FINANCE COMMITTEE**

42. There shall be a Finance Committee whose appointment and composition shall be at the discretion of the Board but which for the time being shall comprise:
  - 42.1 The Chairman, the Treasurer and Deputy Treasurer of the Society and one other member of the Board appointed by the Board.
  - 42.2 Such other member or members of the Board to be appointed by the Board in such manner and for such period as the Board may from time to time prescribe.
  - 42.3 The Finance Committee shall invite the Head of Finance and may invite such other persons or Voting Members of the Society as it thinks fit and as the Board shall approve to attend any of its meetings for the purpose of advising or assisting it and any persons so invited shall not be entitled to vote on any resolution put to the Finance Committee.
43. The Finance Committee shall exercise such powers as the Board may from time to time delegate to it. In the exercise of the powers so delegated the Finance Committee shall conform to any regulations that may be imposed on it by the Board.

44. The quorum necessary for the transaction of business at meetings of the Finance Committee shall be three voting members. Subject to any regulations or directions applicable to it the meetings and proceedings of the Finance Committee shall be governed by the provisions of these Articles relating to meetings and proceedings of the Board so far as the same may be capable of being made applicable thereto.

### **THE AUDIT COMMITTEE**

45. There shall be an Audit Committee which shall comprise up to six persons who shall be appointed by the Board in such manner as the Board may from time to time prescribe. Each member shall be appointed for a term of one year or for such other period and for such further period as the Board may from time to time prescribe.
46. The Audit Committee shall exercise such powers as the Board may from time to time delegate to it to include but not by way of limitation the auditing of the affairs of the Society and the giving of advice to the Board in the light thereof. In the exercise of such powers the Audit Committee shall conform to any regulations that may be imposed on it by the Board.
47. The Audit Committee shall invite the Chairman of the Board and the Chief Executive of the Society, and also may invite such other persons or voting members of the Society as it thinks fit and as the Board shall approve, to attend its meetings for the purpose of advising or assisting it and the Chief Executive and any other persons who may be invited shall not be entitled to vote on any resolutions put to the Audit Committee.
48. The quorum necessary for the transaction of business at meetings of the Audit Committee shall be three members of the Audit Committee and the Audit Committee shall meet as a Committee not less than once in any year, and usually not more than twice in any year, but as may be deemed necessary in the circumstances. The Audit Committee shall elect a Chairman from amongst its members in such manner as the Audit Committee may from time to time decide. Subject to any regulations or directions applicable to it the meetings and proceedings of the Audit Committee shall be governed by the provisions of the Articles relating to meetings and proceedings of the Board so far as the same may be capable of being made applicable thereto.
49. The Audit Committee shall consider an annual report from the Chairman in relation to the affairs of the Society and shall consider such income and expenditure accounts, balance sheets, group accounts (if any) and reports as are prepared in accordance with the Act and have access to the Auditors of the Society from time to time for any purposes in connection with their activities.

### **SELECTION COMMITTEE**

50. There shall be a Selection Committee whose task it shall be to identify suitably qualified persons who are willing to be nominated for election to the Board and to train the members of the Board in the duties and responsibilities of charity trusteeship. The composition, tenure and terms of reference of this Committee shall be determined by the Board in accordance with these Articles.

#### **OTHER COMMITTEES AND ADVISORY GROUPS**

51. Subject to Article 52 there shall be such other Committees and Advisory Groups as the Board shall from time to time appoint and these shall respectively be responsible for such activities of the Society as the Board shall from time to time determine and set out in a Schedule. Such Committees and Advisory Groups shall include but not by way of limitation the following: The British Riding Clubs National Executive Committee.
52. Save as set out above each Committee shall be constituted in such manner and shall consist of such persons and shall exercise such powers and authorities as the Board shall from time to time prescribe (subject to review by the Board every three years) provided that no such Committee shall exercise any power which should properly be exercised by the Board and shall comply with such instructions and report to the Board at such times and in such manner as the Board shall require.

#### **SUB-COMMITTEES**

53. The Board and with the consent of the Board the Finance Committee and any other Committee may appoint any sub-Committee to whom may be delegated such of the powers authorities and discretions vested in the appointing body as that body may consider fit subject to Article 52 and to any Regulations or directions of the Board. The body appointing any sub-Committee may appoint a Chairman thereof.

#### **THE CHIEF EXECUTIVE**

54. The Board may appoint a person to be the Chief Executive upon such terms as it thinks fit. The Chief Executive shall attend meetings of the Board as and when requested and shall be entitled to attend the meetings of all Committees and sub-Committees and Advisory Groups of the Society.

#### **THE SECRETARY**

55. A Secretary may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit. Any Secretary so appointed may be removed by the Board.

## **OTHER OFFICERS AND SERVANTS**

56. The Board may from time to time appoint, employ and remove any directors, managers, Treasurers or other officers, clerks, or servants, either in any Honorary capacity or at such salaries and wages respectively and with such respective duties and spheres of employment for such length of service and generally upon such terms as it thinks fit.

## **THE SEAL**

57. The Seal shall be used only upon the authority of the Board or of a Committee thereof authorised by the Board. Subject to the Act the Board shall determine who shall sign any document to be executed as a deed or to which the Seal is to be affixed and unless otherwise so determined it shall be signed by any member of the Board and by the Secretary or by any two members of the Board.

## **GENERAL MEETINGS**

58. The Society shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it, and in no case shall more than fifteen months elapse between the date of one Annual General Meeting of the Society and that of the next. The Annual General Meeting shall be held at such time and place as the Board shall appoint.
59. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
60. The Board may, whenever it thinks fit, convene an Extraordinary General Meeting and Extraordinary General Meetings shall also be convened on such requisition or, in default may be convened by such requisitionists as is provided by the Act. If at any time there are not within the United Kingdom sufficient members of the Board capable of acting to form a quorum, any member of the Board or any two Voting Members of the Society may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which the meetings may be convened by the Board.

## **NOTICE OF GENERAL MEETINGS**

61. An Annual General Meeting and a meeting called for the passing of a Special Resolution shall be called by twenty-one days' notice in writing at the least, and a meeting of the Society other than an Annual General Meeting or a meeting for the passing of a Special Resolution shall be called by twenty-one days' notice in writing at the least. The notice shall be exclusive of the day upon which it is served or deemed to be served and of the day for which it is given, and specify the place, the day and the hour of the meeting and, in case of special business, the

general nature of that business and shall be given in manner hereinafter mentioned to such persons as are under these Articles entitled to receive such notices from the Society PROVIDED that a meeting of the Society shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed:

- 61.1 In the case of a meeting called as the Annual General Meeting by all the Voting Members entitled to attend and vote thereat and,
  - 61.2 In the case of any other meeting by a majority in number of the Voting Members having a right to attend and vote at the meeting together representing not less than ninety-five per cent of the total voting rights at that meeting of all the Voting Members.
62. The accidental omission to give notice of a meeting to, or the non receipt of notice of a meeting by any person entitled to receive notice shall not invalidate the proceedings at that meeting.

#### **PROCEEDINGS AT GENERAL MEETINGS**

63. All business shall be deemed special that is transacted at an Extraordinary General Meeting and also all that is transacted at an Annual General Meeting, with the exception of:
- 63.1 The consideration of the accounts, balance sheets and reports of the Board and the Auditors;
  - 63.2 The receiving of a report as to the election of members of the Board in the place of the retiring members;
  - 63.3 The fixing of the remuneration of the Auditors;
  - 63.4 The re-election of the retiring Auditors.
64. No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, ten Voting Members of the Society present in person and entitled to vote shall be a quorum. Any meeting which was quorate when it commenced shall be deemed to remain quorate throughout.
65. If within fifteen minutes from the time appointed for the meeting a quorum is not present, the meeting if convened upon the requisition of Voting Members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place or to such other day and to such other time and place as the Board may by not less than two days' notice to the Voting Members entitled to receive notices of General Meetings prescribe and if at the adjourned

meeting a quorum is not present within fifteen minutes from the time appointed for the meeting the Voting Members present shall be a quorum.

66. The President or at the President's request the Chairman of the Board or in his absence the Vice-Chairman shall preside at every General Meeting of the Society but if there is no President, Chairman, or Vice-Chairman of the Board or if none of them is present within fifteen minutes after the time appointed for the holding of the meeting and willing to act as Chairman the members of the Board or in their absence the Voting Members of the Society present shall choose one of their number to be chairman of the Meeting.
67. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for twenty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting except that seven clear days' notice shall be sufficient. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
68. At any General Meeting a resolution put to the vote of the Meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman or by at least two Voting Members present in person or by proxy and entitled to vote, and unless a poll is so demanded a declaration by the chairman that a resolution has, on a show of hands been carried, or carried unanimously, or by a particular majority or lost or not carried by a particular majority and an entry to that effect in the book of the proceedings of the Society shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.
69. If a poll is duly demanded, it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the Meeting at which the poll was demanded.
70. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the Meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
71. A poll demanded on the election of a Chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the Meeting directs.

## **VOTES OF MEMBERS**



72. Every Voting Member shall have one vote upon a show of hands.
73. No Member who is at the relevant time under the age of eighteen years shall be entitled to have notice of or to be admitted to any General Meeting or to vote at such meeting or subject to these Articles to be appointed to any of the offices referred to in these Articles.
74. A Voting Member of unsound mind, or in respect of whom an order has been made by any Court having jurisdiction in matters concerning mental disorder (whether in the United Kingdom or elsewhere), may vote, whether on a show of hands or on a poll, by his receiver, curator bonis or other person in the nature of a receiver or curator bonis appointed by that Court and any such receiver, curator bonis or other person may, on a poll, vote by proxy. Evidence to the satisfaction of the Board of the authority of the person claiming to exercise the right to vote shall be deposited at the Office or at such other place as is specified in accordance with these Articles for the deposit of instruments of proxy not less than forty-eight hours before the holding of the meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.
75. The proceedings at any General Meeting shall not be invalidated because it is subsequently found that a Voting Member has voted notwithstanding his disability under these Articles.
76. On a poll votes may be given either personally or by proxy. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing, or, if the appointer is a corporation, either under its seal or under the hands of an officer or attorney so authorised. A proxy need not be a Member of the Society.
77. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Office or at such other place as is specified on the proxy form not less than forty-eight hours before the time for holding the Meeting or adjourned Meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.
78. An instrument appointing a proxy may be in the following form or any other form which the Board shall approve:

**“THE BRITISH HORSE SOCIETY”**

“I

“of

“in the County of

British Horse Society, hereby appoint

being a Voting Member of the

“of

“as my proxy to vote for me and on my behalf at the Annual or Extraordinary (as the case may be) General Meeting of the said Society to be held on the day of and at any adjournment thereof.

“Signed this            day of

79. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

### **DISCIPLINE**

80. The Board shall have full power either by itself or through any body to whom its power in that behalf may be lawfully delegated to make regulations for the good conduct of Members of the Society and in relation to the Society's affairs and for the good conduct and discipline of all persons (whether Members of the Society or not) taking part in any of the activities of the Society or in any activities with which the Society may be associated.

### **EXPULSION OF A MEMBER FROM THE SOCIETY**

81. Any Member who shall fail in the observance of any provision of the Memorandum and Articles of Association or of any lawful rule, regulation or bye law made by the Board or any body or any other competent authority or whose conduct in any respect shall be in the opinion of the Board derogatory to the character or prejudicial to the interests of the Society may be removed from the Society by a resolution of the Board to that effect passed by a bare majority at a meeting at which at least nine members of the Board shall be present and vote.
82. Not less than twenty-one days prior to the meeting at which such a resolution shall be proposed notice of the proposed resolution shall be sent by or on behalf of the Society to the registered address of such Member, and such notice shall contain a full statement of the complaint against such Member, who shall be entitled to be heard in his own defence and to call oral evidence.

### **ACCOUNTS**

83. The Board shall cause proper books of account to be kept with respect to:
- 83.1 All sums of money received and expended by the Society and the matters in respect of which the receipt and expenditure takes place:
- 83.2 All sales and purchases of goods by the Society:
- 83.3 The assets and liabilities of the Society.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Society's affairs and to explain its transactions.

84. The books of account shall be kept at the Office, or subject to the Act, at such other place or places as the Board may think fit, and shall be open to the inspection of members of the Board during usual office hours of the Society.
85. The Society in General Meeting may from time to time by ordinary resolution make reasonable conditions and regulations as to the time and manner of the inspection by Members of the Society (other than members of the Board) of the accounts and books of the Society or any of them, and subject to such conditions and regulations the accounts and books of the Society shall upon reasonable notice in writing to the Society be open to inspection by Members of the Society at all reasonable times during normal business hours.
86. The Board shall from time to time in accordance with the Act, cause to be prepared and laid before the Society in General Meeting such income and expenditure accounts, balance sheets, group accounts (if any) and reports as are required by the Act.
87. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Society in General Meeting, together with a copy of the Auditors' report shall not less than twenty-one clear days before the date of the meeting be sent to all persons entitled to receive notices of General Meetings of the Society in the manner in which notices are hereinafter directed to be served.

#### **AUDIT**

88. Auditors shall be appointed and their duties regulated in accordance with the requirements of the Act.

#### **NOTICES**

89. A notice may be given by the Society to any Member either personally or by sending it by post to him to his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Society for the giving of notices to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in all cases on the day following that upon which such letter is so posted.
90. Notice of every General Meeting shall be given in any manner hereinbefore authorised to:

90.1 every Member except those (if any) who under the provisions of these Articles are not entitled thereto and those who (having no registered address within the United Kingdom) have not supplied to the Society an address within the United Kingdom for the giving of notices to them: and

90.2 the Auditors for the time being of the Society.

No other person shall be entitled to receive notices of General Meetings.

### **INDEMNITY**

91. Save in so far as the provisions of this Article may be void under the Act, the officers for the time being of the Society, members of the Board, Finance Committee and other Committees and sub-Committees and other persons (if any) for the time being lawfully acting in relation to any of the affairs of the Society, and every of them, and every of their executors and administrators, shall be indemnified and secured harmless out of the assets of the Society from and against all actions, costs, charges, losses, damages and expenses which they or any of them, their or any of their executors or administrators shall or may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duty or supposed duty in their respective offices or trusts, and none of them shall be answerable for the acts, receipts, neglects, or defaults of the other or others of them or for joining in any receipt for the sake of conformity, or for any bankers or other persons with whom any moneys or effects belonging to the Society may be lodged or deposited for safe custody, or for any insufficiency or deficiency of any security upon which any moneys of or belonging to the Society shall be placed out or invested, or for any other loss, misfortune or damage which may happen in the execution of their respective offices or trusts or in relation thereto.

### **WINDING UP**

92. The provisions of Clause 9 of the Memorandum of Association relating to the winding up or dissolution of the Society shall have effect and be observed as if the same were repeated in these presents.

### **RULES, BYELAWS, TERMS OF REFERENCE AND CODES OF CONDUCT**

- 93.1 The Board may from time to time make such rules or byelaws, terms of reference and codes of conduct as it may deem necessary or expedient for the proper conduct and management of the Society, and in particular but without prejudice to the generality of the foregoing, it may make by such rules or byelaws regulate
- (i) the conduct of Members to one another;

- (ii) the conduct of Members of the Board in relation to one another, and to Members and to the Society's employees whether by way of codes of conduct or otherwise howsoever;
- (iii) the procedure at General Meetings and Meetings of the Members of the Board and Committees of the Members of the Board in so far as such procedure is not regulated by the Articles;
- (iv) the terms and reference of any Committee or Advisory Groups of the Society; and
- (v) generally, all such matters as are commonly the subject matter of company rules.

93.2 The Society in General Meetings shall have power to alter, add to, or repeal the rules or byelaws or codes of conduct or terms of reference and the Members of the Board shall adopt such means as they think sufficient to bring to the notice of Members all such rules or byelaws or codes of conduct or terms of reference, which shall be binding on all Members; PROVIDED THAT no rule or byelaw or code of conduct or term of reference shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or the Articles.

## **SCHEDULE (ARTICLE 51)**

### **ADVISORY GROUPS & COMMITTEES**

Access & Rights of Way Advisory Group  
 Audit Committee  
 BHS TREC Advisory Group  
 British Equestrian Tourism Advisory Group  
 British Riding Clubs National Executive Committee  
 British Riding Clubs Sub Committees  
 Examinations Advisory Group  
 Finance Review Committee  
 Fundraising Advisory Group  
 National Equine Liaison Advisory Group  
 Parliamentary & Public Affairs Committee  
 Publications Committee  
 Quality Assurance Group  
 BHS Approved Riding Schools & Livery Yard Advisory Group  
 S/NVQ Advisory Group  
 Safety Advisory Group  
 Selection Committee  
 Training & Education Advisory Group  
 Welfare Advisory Group

Regional, County & District Committees are included

**NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS**

C. GUY CUBITT,

High Barn, Effingham, Surrey. Lt. Col. (Retired)

HENRY F. FAUDEL-PHILLIPS,

Temple House, Waltham Cross, Herts., Company Director

L. BRENDA WILLIAMS

East Burnham Park, Farnham Royal, Bucks., Housewife

T. L. HORN,

Luckington Court, Luckington, Chippenham, Lt. Col. (Retired)

HORACE SMITH,

Holyport, Maidenhead, Berks., Company Director

PHILLIP E. BLACKMORE,

Avenue House, Brockenhurst, Hants., Estate Agent

GUY T. HANMER,

The Garden House, Westonbirt, Tetbury, Glos, Lt. Col. (Retired)

DATED the 21st day of October, 1947.

WITNESS to the above signatures:

R. A. BROWN,

66 Sloane Street,

London SW1

Secretary